

**Corporations Act**

**A Company Limited by Guarantee**

**Constitution**

**of**

**The Church of Jesus Christ of Latter-day Saints Australia**

**1. OBJECTS OF THE ASSOCIATION AND POWERS**

- 1.1 The Association is established to further the charitable purposes, including in particular the religious, missionary, educational, humanitarian, health and welfare purposes, of The Church of Jesus Christ of Latter-day Saints, a worldwide Christian church which operates under the direction of The First Presidency of the Church.
- 1.2 The Association will accomplish its purposes by assisting the Church in the following areas:
  - (a) Proclaiming the gospel of Jesus Christ through missionary work;
  - (b) Perfecting the members by preparing them to receive the ordinances of the gospel;
  - (c) Providing sacred ordinances for ancestors; and
  - (d) Establishing and developing the charitable programmes, including in particular the religious, missionary, educational, humanitarian, health and welfare programmes, of The Church of Jesus Christ of Latter-day Saints.

- 1.3 The Association must exercise the powers given to it under the Corporations Act solely for the purpose of carrying out the objects set out in clauses 1.1 and 1.2.

**2. LIMITATION OF LIABILITY**

- 2.1 The liability of the Members of the Association is limited.

- 2.2 Every Member of the Association undertakes to contribute to the property of the Association, if it is wound up while the Member is a Member or within one year after the Member ceases to be a Member, for payment of the debts and liabilities of the Association contracted before the Member ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding twenty dollars (\$20.00).

**3. NON PROFIT**

- 3.1 The assets and income of the Association must be applied solely in furtherance of its above-mentioned objects and no portion may be distributed directly or indirectly to the Members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

**4. FINANCIAL YEAR**

The financial year of the Association is to be a period of 12 months ending on the 31<sup>st</sup> December each year except for the first financial year which will start on the day that the Association is registered and end on the 31<sup>st</sup> December following that date.

## **5. MEMBERSHIP**

- 5.1 The only Member of the Association is the Corporation of the Presiding Bishop. Even though the Association has only one Member the Association may pass a resolution by the Member recording it and signing the record.
- 5.2 Only The First Presidency may appoint Members of the Association whether as additional Members or in place of the Corporation of the Presiding Bishop. The First Presidency may terminate the membership of a Member of the Association at any time. Any appointment or removal is to be made by a document executed by The First Presidency.

## **6. DIRECTORS**

- 6.1 The Association must have 3 Directors. At least 2 of the Directors must ordinarily reside in Australia.
- 6.2 Only individuals who are members of the Church may hold Office as a Director.
- 6.3 The Directors shall be appointed by The First Presidency or the Designated Representative. The Directors do not have the power to appoint a person as a Director.
- 6.4 A Director may resign as a Director by written notice given to the Association at its registered office.
- 6.5 A Director will cease to be a Director:
- (a) If the Director is excommunicated or disfellowshipped from the Church according to the Church's internal policies and procedures; or
  - (b) If the Director is disqualified from acting as a Director under the Corporations Act; or
  - (c) The Director is removed from Office by The First Presidency or the Designated Representative.

- 6.6 A Director shall perform his or her duties as a Director without remuneration or compensation and the directors and the Designated Representative must approve of all payments the Association makes to any Director.

## **7. POWERS OF THE BOARD OF DIRECTORS**

- 7.1 Subject to the Corporations Act and to any other provision of this constitution, the business and affairs of the Association will be managed by the Board, which may exercise all of the powers of the Association as are not, by the Corporations Act or by this constitution, required to be exercised by the Association in general meeting. The powers of the Board are to be exercised in accordance with and subject to any directions which may be given by the Member or if there is more than one Member by the Association in general meeting, as long as the direction is not inconsistent with the Corporations Act or this constitution, but no such direction will invalidate any prior act of the Board which would have been valid if that direction had not been given.
- 7.2 Without in any way limiting clause 7.1 the Board may exercise all the powers of the Association:
- (a) To borrow and raise money;
  - (b) To charge any property or business of the Association and to issue debentures or give any other security for a debt, liability or obligation of the Association or of any other person;

- (c) To determine who will be entitled on behalf of the Association to sign, draw, accept, endorse or otherwise execute cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, receipts, acceptances, endorsements, releases, contracts and documents;
- (d) To pay the costs, charges and expenses incidental to the promotion, management and regulation of the Association; and
- (e) To make, amend and repeal regulations, not being inconsistent with the Corporations Act or this constitution, in relation to the affairs of the Association.

## **8. PROCEEDINGS OF THE BOARD**

- 8.1 The Directors may meet, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary will on the requisition of a Director convene a meeting of the Board.
- 8.2 A meeting of Directors may be held using any technology consented to by a majority of the Directors. A Director may only withdraw that consent within a reasonable period of time before the meeting.
- 8.3 Subject to this constitution, questions arising at any meeting of the Board are to be decided by a majority of votes and a determination by a majority of the Directors present will for all purposes be deemed a determination of the Board. In case of an equality of votes the chairman of the meeting will have a second or casting vote.
- 8.4 The quorum necessary for the transaction of the business of the Board will be two.
- 8.5 The continuing Directors may act notwithstanding any vacancy in the Board.
- 8.6 The chairman of the Directors is to be appointed by The First Presidency or the Designated Representative. The First Presidency or the Designated Representative is to determine the period for which the Director to be the chairman of Directors and may appoint a Director as chairman for a particular meeting. The chairman will preside as chairman at every meeting of the Board. The First Presidency or the Designated Representative may appoint a deputy chairman to act at any meeting where the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting or if being present is unwilling to preside.
- 8.7 A Director will not vote in respect of any contract or proposed contract with the Association in which he or she is interested, and if he or she does so vote his or her vote will not be counted.
- 8.8 The Board may delegate any of its powers and/or functions (not being duties imposed on the Board as the Directors of the Association by the Corporations Act or the general law) to one or more committees consisting of such persons as the Board thinks fit. Any committee so formed will conform to any regulations that may be given by the Board and subject thereto will have power to co-opt any person and each person on committee will have one vote.
- 8.9 The Board may appoint one or more advisory committees consisting of such persons as the Board thinks fit. Such advisory committees will act in an advisory capacity only. They will conform to any regulations that may be given by the Board and subject to any directions of the Board will have power to co-opt any person and each person of an advisory committee will have one vote.
- 8.10 Every committee or advisory committee may meet and adjourn its meetings as it thinks fit. Questions arising at any meeting will be determined by a majority of votes of the

members of the particular committee present, and in the case of an equality of votes the chairman will have a second or casting vote.

- 8.11 Notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board, committee or Director, or that the Directors or any of them were disqualified, all acts done by any meeting of the Board or of a committee or by any Director will be as valid as if every such person had been duly appointed and was qualified to be a Director, or committee member.
- 8.12 (a) If all of the Directors have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if the Directors signed the document on different days, on the day on which, and at time at which, the document was last signed by a Director.
- (b) For the purpose of sub-clause (a), two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
- (c) A reference in sub-clause (a) to all of the Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.

## **9. SECRETARY**

The Board must appoint a Secretary for such term, and upon such conditions as it thinks fit, and any Secretary so appointed may be removed by it. Only individuals who are members of the Church may hold Office as a Secretary.

## **10. EXECUTIVE OFFICER**

- 10.1 The Board may appoint an Executive Officer for such term, and upon such conditions as it thinks fit, and any Executive Officer so appointed may be removed by it. The Executive Officer must be a member of the Church in good standing.
- 10.2 The Board may empower the Executive Officer to sign, on behalf of the Association, documents which shall bind the Association and to perform, on its behalf, acts which are within the competence of the Board, with the exception of the following, which shall require the express written approval of the Board:
- (a) The execution and performance of any contract, agreement, or other corporate action in excess of two hundred and fifty thousand Australian Dollars (\$250,000 AUD);
  - (b) Selling, transferring, encumbering or in any other way disposing of real property belonging to the Association;
  - (c) Incurring indebtedness of any kind on behalf of the Association, except loans which are used to construct buildings in Australia used for educational purposes; or
  - (d) Making, amending and repealing regulations in relation to the affairs of the Association.
- 10.3 Other duties of the Executive Officer will be determined from time to time by the Board.

## 11. SEAL

The Board will provide for the safe custody of the Seal which will only be used by the authority of the Board or of a committee of the Board authorised by the Board on that behalf. Every instrument to which the Seal is affixed will be signed by a Director and will be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for that purpose.

## 12. ACCOUNTS

The Board must cause proper accounting and other records for the Association to be kept. The Board must cause all financial and other reports as required by the Corporations Act to be prepared and distributed. The financial statements must be audited in accordance with the requirements of the Corporations Act.

## 13. AUDIT

The Association must appoint a properly qualified auditor or auditors in accordance with section 327 of the Corporations Act.

## 14. DISSOLUTION

In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to one of the following designated by The First Presidency or the Designated Representative:

- (a) An affiliated organisation of the Church which is not carried on for the profit or gain of its individual members;
- (b) The Church for its charitable work; or
- (c) Another association with similar purposes which is not carried on for the profit or gain of its individual members.

## 15. AMENDMENT OF THIS CONSTITUTION

Any amendment or repeal of this constitution shall require:

- (a) A special resolution of the Association; and
- (b) Written approval by The First Presidency.

## 16. INTERPRETATION

### 16.1 In this constitution

- (a) **"Association"** means The Church of Jesus Christ of Latter-day Saints Australia;
- "Board"** means the Board of Directors of the Association from time to time;
- "Church"** means The Church of Jesus Christ of Latter-day Saints;
- "Corporations Act"** means the Corporations Act, 2001 (Commonwealth), as modified or re-enacted from time to time, and where appropriate, includes any regulations issued under it;
- "Corporation of the Presiding Bishop"** means the Corporation of the Presiding Bishop of The Church of Jesus Christ of Latter-day Saints, a Utah corporation sole;

**"Designated Representative"** means a person appointed by The First Presidency to act on its behalf in Australia in carrying out the objects of the Association;

**"Director"** means any person appointed to perform the duties of a director of the Association;

**"Executive Officer"** means any person appointed to perform the duties of the executive officer of the Association;

**"Member"** means the person set out in clause 5;

**"Office"** means, for the purposes of this constitution the function of or the position of a person appointed by the Church to perform such duties and functions generally carried out by a person in such a position;

**"Seal"** means the common Seal of the Association;

**"Secretary"** means any person appointed to perform the duties of a secretary of the Association and includes an honorary secretary; and

**"The First Presidency"** means The First Presidency of the Church.

- (b) The Corporations Act applies in relation to this constitution as if this constitution were an instrument made under the Corporations Act as in force on the date on which this constitution becomes binding on the Association.
  - (c) Except so far as the contrary intention appears in this constitution, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
  - (d) A reference to a statute or other law includes regulations and other instruments under it and amendments, consolidations, re-enactments or replacements of any of them.
- 16.2 The replaceable rules contained in the Corporations Act 2001 do not apply to the Association except to the extent that they are repeated in this constitution.
- 16.3 The name and address of the person who consented to becoming the Member of the Association and adopted this constitution is:

**DATED 16 May 2005**

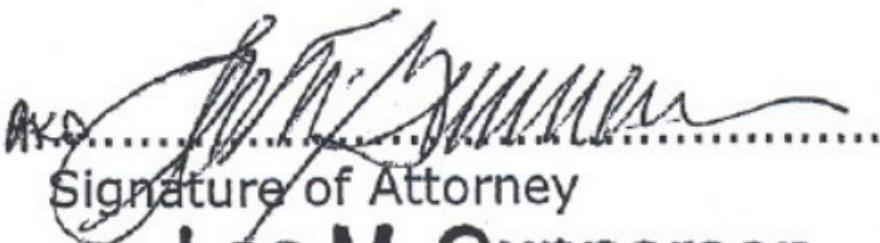
**Name**

Corporation of the Presiding Bishop  
of The Church of Jesus Christ of Latter-day  
Saints

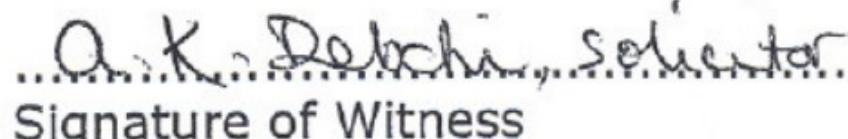
**Address**

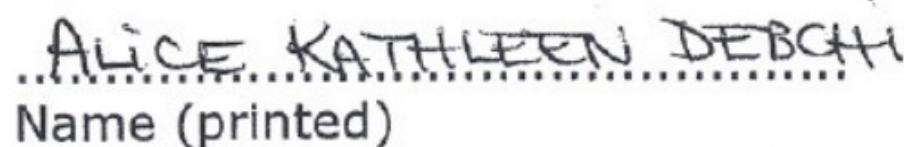
50 East North Temple  
Salt Lake City  
Utah 84150  
USA

SIGNED      SEALED      and      )  
**DELIVERED**      on      behalf      of      )  
Corporation of the Presiding Bishop      )  
of The Church of Jesus Christ of      )  
Latter-day Saints      )  
By its duly authorised attorney      )  
LEE MARION GUNNERSON      )  
Under Power of Attorney dated      )  
20<sup>th</sup> May 2004 Registered Book      )  
4429 No 21 and who declares that      )  
this power of attorney has not been      )  
revoked, in the presence of:      )

  
Signature of Attorney  
**Lee M. Gunnerson**

Name (printed)

  
Signature of Witness

  
Name (printed)